

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER PURSUANT TO SECTION 365 OF THE  
BANKRUPTCY CODE APPROVING THE ASSUMPTION OR  
REJECTION OF THE SECOND GROUP OF OPEN TRADE CONFIRMATIONS**

Upon the motion, dated December 15, 2008 (the “Motion”), of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtor, Lehman Commercial Paper Inc. (“LCPI”), as debtors and debtors in possession (together, the “Debtors”), pursuant to section 365(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 6006-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) for entry of an order approving the Debtors’ assumption of the Second Group of Trades,<sup>1</sup> all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein

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<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the order entered September 22, 2008 governing case management and administrative procedures [Docket No. 285] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) all parties who have requested notice in these chapter 11 cases; and (vii) all Counterparties; and it appearing that no other or further notice need be provided; and objections (the “Objections”) having been filed by GE Corporate Financial Services, Inc., as Loan Servicer for Fusion Funding Limited and Fusion Funding Luxembourg, S.A.R.L. [Docket No. 2383] and by Hartford Investment Management Co. [Docket No. 2474] (each, an “Objecting Counterparty”); and the Court having been notified that the Debtors seek to adjourn the Motion as to the Open Trade Confirmations that are the subject of the Objections; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, except as provided below, the Motion is granted; and it is further

ORDERED, pursuant to section 365(a) of the Bankruptcy Code, that the Debtors’ assumption of the Assumed Trades set forth on Exhibit A annexed hereto (the “Specified Assumed Trades”) is hereby approved; and it is further

ORDERED that the hearing with respect to the Motion is hereby adjourned to January 28, 2009, at 10:00 a.m. with respect to the Objections, and

accordingly nothing herein affects the Open Trade Confirmations of any Objecting Counterparty or any rights, claims or defenses of any Objecting Counterparty or any Debtor with respect thereto; and it is further

ORDERED that the Debtors are not required to pay any cure costs to any Counterparty to a Specified Assumed Trade; and it is further

ORDERED that the Debtors have demonstrated adequate assurance of future performance of the Specified Assumed Trades; and it is further

ORDERED that no Counterparty shall be entitled to assert or take any action to exercise a right to set off any prepetition claim that it might have against either Debtor against any obligation payable to the applicable Debtor under any Specified Assumed Trade; and it is further

ORDERED that settlement of all Specified Assumed Trades shall include all appropriate, usual and customary settlement adjustments; and it is further

ORDERED that the Debtors are authorized to execute and deliver all instruments and documents, and take such other actions as may be necessary or appropriate to implement and effectuate the assumption of Open Trade Confirmations with respect to any Specified Assumed Trades as provided in this Order; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and that the requirements of Bankruptcy Rule 6006(a) and Local Rule 6006-1 are satisfied; and it is further

ORDERED that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: January 16, 2009  
New York, New York

/s/ James M. Peck  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**ASSUMED TRADES**

**LCPI**  
**Assumed**

Entity	Deal Name	Customer	B/S	TradeDate	CurrCode	Status
LCPI	CAPMARK FINANCIAL (5-YEAR JAPANESE TERM)	KNIGHTHEAD MASTER FUND, LP	S	9/3/2008	USD	Assumed
LCPI	CAPMARK FINANCIAL (5-YEAR JAPANESE TERM)	KNIGHTHEAD MASTER FUND, LP	S	9/10/2008	USD	Assumed
LCPIUK	GIVAUDAN SA	DRESDNER BANK AG LONDON BRANCH	S	9/4/2008	USD	Assumed